



NRUC
CORPORATION

100 NORTH TWENTIETH STREET
SECOND FLOOR
PHILADELPHIA, PA 19103
215 • 569 • 2220

RECORDATION NO. 155172CC FILE NO.

SEP 7 1988-1 2A PM

INTERSTATE COMMERCE COMMISSION

No. 8-251A035

Date SEP 7 1988

Fee \$ 39.00

ICC Washington, D.C.

September 7, 1988

Interstate Commerce Commission
12th & Constitution Avenues, N. W.
Washington, D. C. 20423

Attention: Ms. Lee, Room 2303

Dear Ms. Lee:

Enclosed herewith is the original document described below and three fully executed copies to be recorded pursuant to Section 11303 of Title 49 of the U. S. Code.

This document is Supplemental #2 Agreement of Assignment for an assignment agreement between NRUC Corporation and Canadian Life Assurance Company, dated June 28, 1988. The primary document to which this is connected is recordation #15517.

A fee of \$13.00 is enclosed. Please return three fully executed documents with the recording certificate data stamped thereon, to NRUC Corporation, 100 N. 20th Street, 2nd Floor, Philadelphia, Pa., 19103, Attention: Mr. John A. Mariscotti.

Very truly yours,

John A. Mariscotti
John A. Mariscotti
President

JAM/bar

enclosure

SEP 7 1 17 PM '88
MOTOR OPERATING UNIT
ICC OFFICE OF
THE SECRETARY

*Received by J. Harrison, Jr.
C. Quinn-Lyons*

SEP 7 1988 - 1 24 PM

INTERSTATE COMMERCE COMMISSION

AGREEMENT OF ASSIGNMENT

This Supplement No. 2 dated as of August 31, 1988 between NRUC Corporation as assignor (hereinafter called "Assignor") and The Canada Life Assurance Company, as successor assignee (hereinafter called "Assignee").

W I T N E S S E T H :

WHEREAS, Assignor and Canadian National Railway (hereinafter called "the Lessee") entered into a Lease Agreement as of January 22, 1988 (hereinafter called "the Lease Agreement") by which the Assignor agreed to lease 400 boxcars to Lessee, and

WHEREAS, Assignor entered into an Agreement of Assignment made as of June 28, 1988 (hereinafter called the "Agreement of Assignment") with Chemical Bank of Canada as assignee (hereinafter called "Chemical Bank"), by which certain rights of Assignor under the Lease Agreement were assigned to Chemical Bank, and

WHEREAS, Chemical Bank has assigned all of its rights under the Agreement of Assignment to Assignor by Assignment Agreement dated as of June 28, 1988, and

WHEREAS, Assignor and Assignee now desire to amend the Agreement of Assignment to reflect the delivery of 40 additional boxcars by Assignor to Lessee under the Lease Agreement.

NOW, THEREFORE, in consideration of the sum of Ten Dollars (\$10.00), the parties' respective covenants and obligations

herein contained and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. The Agreement of Assignment is hereby amended and supplemented by including as a part thereof the attached Schedules E-1 and F-1 reflecting the delivery of 40 additional boxcars to Lessee under the Lease Agreement.

2. All other terms and conditions of the Agreement of Assignment remain in full force and effect.

IN WITNESS WHEREOF, this Supplement No. 2 to the Agreement of Assignment has been duly executed as of the date first above written.

NRUC CORPORATION

By: 

THE CANADA LIFE ASSURANCE COMPANY

By: 

PROVINCE OF ONTARIO, CANADA)
MUNICIPALITY OF) ss.
METROPOLITAN TORONTO)

On this 29 August 1988, before me personally appeared Hong Lan, to me personally known, who, being by me duly sworn, says that he is the Assistant Treasurer of The Canada Life Assurance Company, that said instrument was signed on behalf of said Company by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Company.

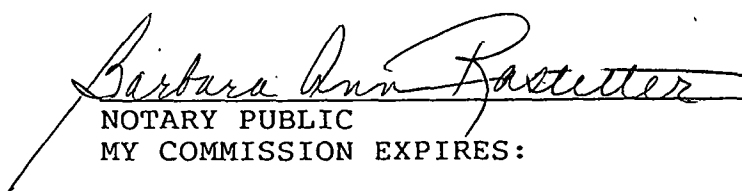

NOTARY PUBLIC IN AND FOR THE
PROVINCE OF ONTARIO

Notarial Seal

COMMONWEALTH OF PENNSYLVANIA)
) ss.
COUNTY OF PHILADELPHIA)

On this 7th of ~~August~~ ^{September} 1988, before me personally appeared John A. Mariscotti, to me personally known, who, being by me duly sworn, says that he is the President of NRUC Corporation, that the seal affixed to the attached instrument is the seal of said organization, that said instrument was signed on behalf of said organization by authority of its governing body, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said organization.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.


NOTARY PUBLIC
MY COMMISSION EXPIRES:

BARBARA ANN RASTETTER
Notary Public, Phila., Phila. Co.
My Commission Expires April 14, 1990

NRUC
CORPORATIONINTEROFFICE
MEMO

TO: William Kehl
FROM: Robert L. Shiner, Jr.
SUBJECT: CN Delivery - Third (3rd) Closing.
DATE: August 24, 1988

The following cars are anticipated to be accepted and delivered for the closing date August 31, 1988.

NRUC Owned Cars

CN 418282 - CN 418312

31 CarsManaged CarsCar NumberOwner

| | |
|-----------|------------------|
| CN 418117 | Edith G. Carter |
| CN 418118 | Edith G. Carter |
| CN 418121 | Edith G. Carter |
| CN 418122 | Edith G. Carter |
| CN 418124 | Edith G. Carter |
| CN 418128 | Edith G. Carter |
| CN 418136 | Howard W. Moore |
| CN 418140 | Howard W. Moore |
| CN 418092 | David L. Freeman |

Total Managed Cars

9 Cars

Grand Total Owned and Managed

40 Cars

RLS/rfg

cc: John A. Mariscotti

REGISTRATION NO. 15517-CC
FILE 15517

SEP 7 1988 - 1 24 PM

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NRUC
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SCHEDULE E-1 and F-1

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